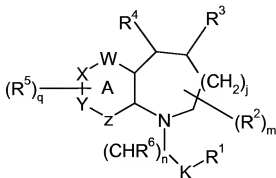


Amendments to the Claims

1. (Currently Amended) A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, 3, 4, 5 or 6;

j is 1 or 2;

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements;

Ring A is a five or six member ring wherein one of W, X, Y or Z may be absent; provided that ring A is not phenyl;

K is a bond, C=O, or S(O)_p;

p is 0, 1 or 2;

R¹ is selected from a group consisting of hydroxy, hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₁-C₆ haloalkyl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, aryl, heterocyclyl, C₂-C₆ alkylalcohol, -OC₁-C₆ alkyl, -O-aryl, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₁-C₆ alkylheterocyclic, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸, -OC₁-C₆ alkylaryl, -O-heterocyclic, -OC₁-C₆ alkylCO₂R¹¹, -OC₂-C₆ alkylalcohol, -OC₁-C₆ alkylNR⁷R⁸, -OC₂-C₆ alkylcyano, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₃ alkylNR¹¹R¹², C₁-C₃ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹ and; provided that R¹ is not hydroxy when K is S(O)_p, CO, and/or when n and K are both zero; and wherein each cycloalkyl, aryl or heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ alkylalcohol, -OC₂-C₆ alkylalcohol, C₁-C₆ haloalkoxy,

CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₃ alkylNR¹¹R¹², C₁-C₃ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹, C₀-C₆ alkylcyano, -OC₂-C₆alkylcyano, C₁-C₆ alkylcycloalkyl, phenyl, -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylaryl, -OC₁-C₆ alkylheterocyclic, and C₁-C₆ alkylaryl;

R² is independently selected from the group consisting of hydrogen, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, OC₁-C₆ haloalkyl, OC₁-C₆ alkyl, C₁-C₆ alkylaryl, aryl, C₀-C₆ alkylNR⁷R⁸, heteroaryl, heterocyclyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl and C₁-C₆ alkylheterocyclyl; wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alcohol, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₃ alkylNR¹¹R¹², C₁-C₃ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹, cyano, and phenyl, and wherein two R² groups may combine to form a 3,4 or 5 member spirocycle, or a five or six member optionally substituted fused carbocyclic or heterocyclic ring;

R³ is hydrogen, C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkylaryl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, or C₁-C₆ alkylcycloalkyl;

R⁴ is a group represented by the formula -NR⁹R¹⁰;

R⁵ is selected from the group consisting of hydrogen, halogen, hydroxy, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -OC₁-C₆ alkyl, C₁-C₆ haloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkylaryl, C₁-C₆ alkylheterocyclic, aryl, C₁-C₆ alkylaryl, heteroaryl, -O-aryl, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -NR⁷R⁸, and -OC₁-C₆ alkylaryl; and wherein when q is 1, 2 or 3, two adjacent R⁵ groups may combine to form a fused 5 or 6 member optionally substituted carbocyclic or heterocyclic ring;

R⁶ is independently selected from the group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, hydroxy, C₁-C₆ alkyl, C₂-C₆ alkenyl, -OC₁-C₆ alkyl, -O-aryl, -OC₂-C₆ alkenyl, C₁-C₆ haloalkyl, -OC₁-C₆ haloalkyl, C₁-C₆ alkylNR⁷R⁸, C₃-C₈ cycloalkyl, and C₁-C₆ alkylcycloalkyl;

R⁷ and R⁸ are independently selected from the group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkylheterocyclic, heterocyclic, aryl, C₁-C₆ alkylaryl, hydroxy, oxo, COOH, C(O)OC₁-C₃ alkyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ alkylalcohol, C₁-C₆ alkylamine, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₁-C₆ alkyl-O-C₁-C₆ alkylaryl, C₁-C₆ alkyl-NR¹¹-C₁-C₆ alkylaryl, C₁-C₆ alkylcyano, C₁-C₆ alkylCONR⁷R⁸, C₁-C₆ alkylNR⁷R⁸, C₁-C₆alkylNR¹¹COR¹² wherein each alkyl, cycloalkyl, heterocyclic, or aryl group is optionally substituted with 1-3 groups

independently selected from hydroxy, oxo, amino, halogen, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylheterocyclic, C₁-C₆ haloalkyl, COOH, C(O)OC₁-C₄ alkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ alkylalcohol, and C₁-C₆ alkylamine and NR¹¹R¹²; or R⁷ and R⁸ combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional hetero-atoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with oxo, or C₁-C₆ alkyl;

R⁹ is the group C₁-C₆ alkyl, C₂-C₆ alkenyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl, aryl, heterocyclic, C₁-C₆ alkylheterocyclic, COR⁷, CO₂R⁷, C₀-C₃ alkylCONR⁷R⁸, C₀-C₃ alkylS(O)_pNR⁷R⁸, or C₀-C₃ alkylS(O)_pR⁷ wherein R⁷ is as defined above, and wherein each alkyl, cycloalkyl, aryl, and heterocyclic is optionally substituted with one to two groups independently selected from halo, hydroxy, oxo, COOH, C(O)OC₁-C₄ alkyl, C₁-C₆ haloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ alkylalcohol, C₁-C₆ alkylamine, C₁-C₆ alkylaryl, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₁-C₆ alkylheterocyclic, -NR⁷R⁸, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkyl-O-C₁-C₆ alkylaryl, C₁-C₆ alkyl-NR²-C₁-C₆ alkylaryl, C₁-C₆ alkylcyano, C₁-C₆ alkylCONR⁷R⁸, C₁-C₆ alkylNR⁷R⁸, C₁-C₆ alkylCO₂R¹¹, C₁-C₆ alkylNR¹¹COR¹², and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, C(O)OC₁-C₄ alkyl, C₁-C₆ haloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ alkylalcohol, and C₁-C₆ alkylamine;

R¹⁰ is selected from the group consisting of aryl, C₁-C₆ alkylaryl, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₁-C₆ haloalkylaryl, C₁-C₆ alkylheterocyclic, C₂-C₆ alkenylheterocyclic, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkyl-O-C₁-C₆ alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC₁-C₆ alkyl, C₁-C₆ alkyl, C₁-C₆ alkenyl, C₁-C₆ alkynyl, C₁-C₆ haloalkyl, halogen, C₁-C₆ alkoxy, aryloxy, C₁-C₆ alkenyloxy, C₁-C₆ haloalkoxyalkyl, C₀-C₆ alkylNR¹¹R¹², -OC₁-C₆ alkylaryl, nitro, cyano, -OC₁-C₆ haloalkyl, C₁-C₆ haloalkylalcohol, and C₁-C₆ alkylalcohol;

R¹¹ and R¹² are independently selected from the group consisting of hydrogen, C₁-C₆ alkyl, C₁-C₆ alkenyl, C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₁-C₆ alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C₁-C₆ alkylheterocyclic, and C₁-C₆ haloalkyl, or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, or C₁-C₆ alkyl; or a

pharmaceutically acceptable salt, ~~solvate~~, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n is 0, and K is C=O, wherein R¹ is selected from a group consisting of hydroxy, hydrogen, -C₁-C₆ alkyl, -C₀-C₆ alkylcycloalkyl, -C₀-C₆ alkylheterocyclic, -C₁-C₆ haloalkyl -OC₁-C₆ alkoxy, C₁-C₆ alkylaryl, -OC₁-C₆ alkyl, -OC₃-C₈ cycloalkyl -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylcycloalkylINR⁷R⁸, C₁-C₆ alkoxy, -OC₀-C₆ alkylaryl, -OC₁-C₆ haloalkyl, OC₁-C₆alkylcyano, OC₁-C₆alkylCO₂R¹¹, -OC₁-C₆alkylhydroxy, -OC₃-C₈ cycloalkylCO₂R¹¹, -OC₁-C₆ alkylINR⁷R⁸ and -OC₁-C₆ alkylheterocyclic and wherein each ~~alkyl~~-cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from halogen, C₀-C₃ alkylalcohol, C₀-C₃ alkylamine, C₀-C₃ alkylCOOH, ~~C₀-C₃ alkylCONH₂~~, C₀-C₃alkylcyano, and C(O)OC₁-C₃ alkyl.

3. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R⁴ is NR⁹R¹⁰ and R⁹ is a heterocyclic group optionally substituted with one or two groups independently selected from hydroxy, halo, amino, C(O)OC₁-C₄ alkyl, C₁-C₆ haloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ alkylalcohol, C₁-C₆ ~~alkylamine~~ alkylamine, C₃-C₈ cycloalkyl, C₁-C₆ alkylCONR⁷R⁸, C₁-C₆ alkylcyano, C₁-C₆ alkylCO₂R¹¹, C₁-C₆ alkylINR⁷R⁸ and C₁-C₆ alkylcycloalkyl, .

4. (Currently Amended) A compound of claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein j is 2.

5. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n, m, and q are independently 0, or 1.

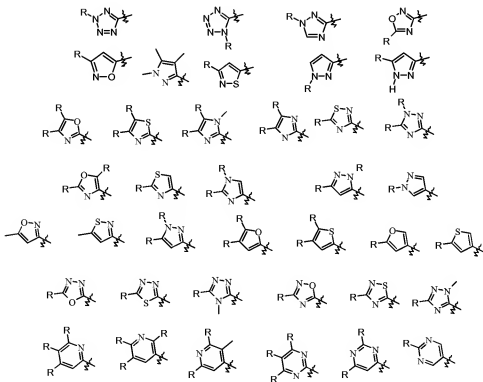
6. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof,

wherein the A ring is selected from the group consisting of pyridine, pyrazine, thiophene, pyrazole isoxazole, oxazole, and thiazole.

7. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is pyridine.

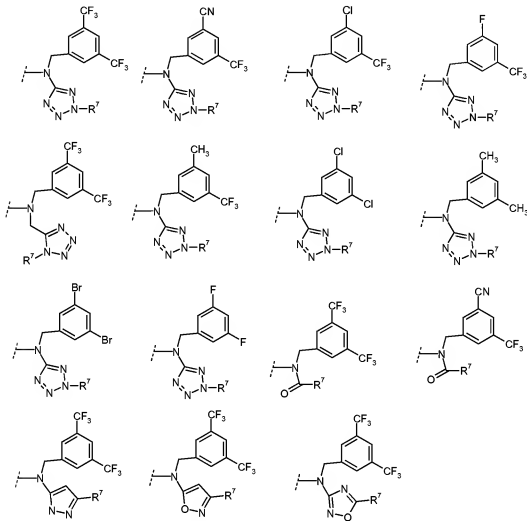
8. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is thiophene.

9. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein each R³ is hydrogen and R⁴ is NR⁹R¹⁰ and R⁹ is selected from the group consisting of:



wherein R is independently H, OH, NR^7R^8 or $\text{C}_1\text{-C}_3$ alkyl wherein the $\text{C}_1\text{-C}_3$ alkyl group is optionally substituted with OH, halo, cyano, CONR^7R^8 , CO_2R^{11} , or NR^7R^8 .

10. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^3 is hydrogen and R^4 is NR^9R^{10} selected from the group consisting of:



wherein R^7 is independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylcycloalkyl, C_1 - C_6 alkyheterocyclic, heterocyclic, aryl, C_1 - C_6 alkaryl, O - C_1 - C_3 alkyl, C_1 - C_3 haloalkyl, wherein each cycloalkyl, heterocyclic or aryl group is optionally substituted with a group selected from hydroxy, C_1 - C_3 alkyl, C_1 - C_3 alkylalcohol, C_1 - C_3 alkyl NH_2 , $C(O)$ - C_1 - C_3 alkyl, and $C(O)$ - C_3 - C_6 cycloalkyl, C_1 - C_3 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_3 alkyl $CONR^9R^{10}$, C_1 - C_3 alkylethano-, C_1 - C_3 alkyl CO_2R^{11} , C_1 - C_3 alkyl NR^9R^{10} , C_1 - C_3 alkylamine, and C_1 - C_3 alkylcycloalkyl.

11. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $COOR^7$.

12. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $CONR^7R^8$.

13. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $S(O)_2NR^7R^8$.

14. (Original) A compound selected from the group consisting of:
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-bromo-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5,6,7,8-tetrahydro-pyrido[2,3-b]azepine-9-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[3,4-b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[4,3-b]azepine-1-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,

8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-*b*]azepine-4-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-1-methyl-4,5,6,7-tetrahydro-1*H*-1,2,8-triaza-azulene-8-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-chloro-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-bromo-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-dimethylamino-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-cyano-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-ethoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopentylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5*H*-pyrido[3,2-*b*]azepin-9-yl)-(2-methyl-2*H*-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopropylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5*H*-pyrido[3,2-*b*]azepin-9-yl)-(2-methyl-2*H*-tetrazol-5-yl)-amine,

(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-3-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
3-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-3,3-dimethyl-pentanoic acid,
(4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-cyclohexyl)-acetic acid,
(3,5-Bis-trifluoromethyl-benzyl)-(5-ethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-thiophene-2-carboxylic acid,
2-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-ethanol,
(5-Benzyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(3,5-bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-(2-methyl-5-thiazol-2-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-amine,
9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid tetrahydro-furan-3-yl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-carbamic acid methyl ester,
N-(3,5-Bis-trifluoromethyl-benzyl)-N-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-acetamide
or a pharmaceutically acceptable salt, solvate enantiomer or diastereomer or mixture thereof.

15. (Currently Amended) A method of regulating CETP activity comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof to a patient in need thereof.

16. (Currently Amended) A method of treating ~~or preventing~~ dyslipidemia comprising administering a compound of formula I, according to claim 1, or a pharmaceutically acceptable salt, solvate, enantiomer, racemate diastereomer, mixture of diastereomers thereof, to a patient in need thereof.

17. (Currently Amended) A method of treating ~~or preventing~~ atherosclerosis comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

18. (Currently Amended) A method according to Claim ~~14~~ 15, wherein the regulation of CETP activity results in a decrease in LDL-cholesterol.

19. (Currently Amended) A method of lowering plasma LDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound of formula I, according to claim 1, or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

20. (Currently Amended) A method of treating ~~and/or preventing~~ the pathological sequelae due to high levels of plasma LDL-cholesterol in a mammal comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers to a patient in need thereof.

21. (Currently Amended) A pharmaceutical composition comprising a compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, and a carrier, diluent and/or excipient.

22. (Canceled)

23. (New) A method according to Claim 15, wherein the regulation of CETP activity results in an increase in plasma HDL-cholesterol levels.

24. (New) A method of treating cardiovascular diseases comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.